

**IN THE UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

**IN RE: REALPAGE, INC., RENTAL  
SOFTWARE ANTITRUST LITIGATION  
(NO. II)**

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)  
) **Case No. 3:23-md-3071**  
) **MDL No. 3071**  
)

) **This Document Relates to:**  
) **3:23-cv-00742**  
) **3:23-cv-00979**

**DECLARATION OF JUDITH P. YOUNGMAN IN SUPPORT OF REPLY IN SUPPORT  
OF DEFENDANT APARTMENT INCOME REIT CORP.'S MOTION TO DISMISS**

I, Judith P. Youngman, declare as follows:

1. I am an attorney at law licensed to practice in the State of Colorado and admitted *pro hac vice* in the above-captioned matter. I am a partner with the firm of Wheeler Trigg O'Donnell LLP, attorneys of record for Defendant Apartment Income REIT Corp. ("AIR").

2. In September 2023, I conferred via email with Swathi Bojedla as Interim Co-Lead Counsel for Plaintiffs regarding certain allegations relating to AIR in Plaintiffs' Second Amended Consolidated Class Action Complaint ("SAC") (ECF No. 530) that Plaintiffs' counsel could not allege in good faith.

3. Plaintiffs have mischaracterized the parties' conferral regarding Plaintiffs' withdrawal of these allegations against AIR by presenting an incomplete excerpt of the email chain between counsel.

4. Attached as Exhibit 1 is a true and correct copy of the complete email exchange between Ms. Bojedla and me from September 11–20, 2023, which is intended to supplement

Plaintiffs' prior submission (and which includes redactions consistent with AIR's confidentiality commitments).

5. On September 11, 2023, I requested that particular allegations against AIR be withdrawn in Paragraph 68 of the SAC. To clarify the request, I quoted and highlighted the allegations at issue in Paragraph 68 of the SAC and stated, "AIR requests that plaintiffs promptly file a corrected version of the complaint deleting the erroneous allegations highlighted above." (Ex. 1, Email from J. Youngman to S. Bojedla, Sept. 11, 2023.)

6. The parties further conferred by email regarding the improper allegations, yet in the remainder of the conferral emails on this issue neither Ms. Bojedla nor I discussed correcting any other quoted allegations in Paragraph 68 of the SAC other than those allegations that I quoted and highlighted on September 11, 2023. On September 14, 19, and 20, 2023, I referred to the quoted and highlighted allegations in Paragraph 68 as the "referenced allegations." (*See* Ex. 1, Email exchange between J. Youngman and S. Bojedla, Sept. 11–20, 2023.)

7. On September 20, 2023, I confirmed our understanding that the Plaintiffs had agreed to withdraw the referenced allegations: "With this confirmation, it is our understanding that Plaintiffs agree to withdraw the below-referenced allegations in Paragraph 68 of the Second Amended Consolidated Class Action Complaint, and Plaintiffs agree that we can represent this withdrawal to the Court, including during motion to dismiss briefing." (Ex. 1, Email from J. Youngman to S. Bojedla, Sept. 20, 2023.)

8. Attached as Exhibit 2 is a true and correct copy of an email exchange between Ms. Bojedla and me from November 3–7, 2023 with confidential redactions.

9. On November 3, 2023, Ms. Bojedla conferred with me regarding Plaintiffs' intent to submit to the Court an incomplete excerpt of the September conferral email chain, which

omitted the earlier emails regarding the “referenced allegations.” (Ex. 2, Email from S. Bojedla to J. Youngman, Nov. 3, 2023.)


10. On November 7, 2023, I told Ms. Bojedla, “The excerpted emails are incomplete and misleading. Thus, we believe submitting them to the Court in the proposed form would be improper.” (Ex. 2, Email from J. Youngman to S. Bojedla, Sept. 7, 2023.)

11. Yet, Plaintiffs proceeded with submitting the excerpted emails to the Court with Plaintiffs’ Opposition to AIR’s Motion to Dismiss, and Plaintiffs used the incomplete email chain to argue, among other things, that AIR’s Motion was “misleading.” (Pls.’ Mem. of Law in Opp’n to Def. AIR’s Mot. to Dismiss 2, ECF 619).

12. I therefore am submitting the complete email chain to correct the record.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 22, 2023.

  
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Judith P. Youngman